

Exhibit C



September 15, 2003

VIA HAND DELIVERY & FACSIMILE (456-5779)

Ron Bloecker
First American Title Company
9960 W. Cheyenne Ste 240
Las Vegas, Nevada 89129

Re: Purchase of Shadroc Note

Dear Ron:

USA Capital Diversified Trust Deed Fund, LLC is purchasing from Shadroc, LLC a note secured by a deed of trust on real property located in Palm Springs, California. Shadroc is managed by USA Commercial Mortgage Company, and we are holding the original loan documents, including the note and deed of trust.

I enclose herewith the following original documents:

1. Deed of Trust being assigned,
2. Assignment of Beneficial Interest in Deed of Trust,
3. Note being assigned, and
4. Note Secured by Deed of Trust Endorsement.

I also enclose a copy of the Lender's policy of title insurance.

Purchaser has or will send to you clear funds in the amount of \$2,100,000, representing the full purchase price. In addition, Purchaser shall pay all of your costs and expenses, as well as the premium for a 104.1 endorsement to the Lender's policy of title insurance promptly upon your request therefor.

In connection with this purchase, Purchaser requires a CLTA 104.1 endorsement in the name of USA Capital Diversified Trust Deed Fund, LLC as the new insured under the policy.

The sole member of Shadroc entitled to \$2,050,000 of the purchase price is Salvatore J. Reale. Per these instructions, bearing Mr. Reale's notarized signature, you are to deliver \$2,050,000 of the proceeds from the sale to USA Investment Partners, LLC, per Mr. Reale's agreement to loan that money to Investment Partners. By his signature below, Mr. Reale acknowledges that he holds a note accounting for this disbursement. Please deliver the

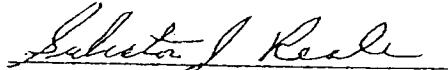
remaining \$50,000 to USA Commercial Mortgage Company. I include wiring instructions for each delivery.

Please deliver the funds as soon as you are prepared to issue the CLTA 104.1 endorsement and record the Assignment of Beneficial Interest in Deed of Trust in the records of Riverside County, California. Deliver all of the original loan documents (nos. 1, 3 and 4, above) to the undersigned promptly at closing.

Very truly yours,

Thomas Rondeau

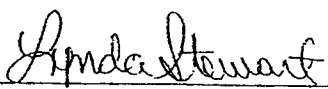
The foregoing instructions have been read and approved by the sole member of Shadroc, LLC, Salvatore J. Reale.


Salvatore J. Reale

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

This instrument was acknowledged before me on this 15 day of September, 2003, by Salvatore J. Reale.




Notary Public
(My Commission Expires: 2/4/07)

SR00416